1122345

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

► UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005

Estimated average burden hours per response... 1

SEC US	E ONLY
Prefix	Serial
DATE RI	ECEIVED

Filing Under (Check box(es) that	apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing	[] Amendmen	t				
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Enter the information requested	d about the iss	uer		nadritriggssastiddiggspassiddiggssastiddig gaptenadrigssastiddig	caeconic entrinococides (Pricosocide entrinocide entri	04039176
Name of Issuer ([] check if this i Stargen, Inc.	is an amendme	ent and name ha	s changed, and i	ndicate change.)		A second
Address of Executive Offices (N 225 Cedar Hill Street, Suite 22,				hone Number (Inc (508) 786-9950	luding Area Code)	unced according page of the world Man and Man according to the special page according to the special page of the special page according to the special page
Address of Principal Business Op Executive Offices)	erations (Num	nber and Street,	City, State, Zip C	ode) Telephone N	umber (Including Ar	rea Code) (if different from
Brief Description of Business A semiconductor company pro	viding advanc	ced serial switch	hed interconnec	t solutions for co	ompute and commi	unications equipment.
Type of Business Organization		AND CONTRACTOR OF THE PROPERTY	and he ce and the second consequence of the			
[X] corporation [] business trust		nited partnership mited partnershi	, already formed p, to be formed	Ţ] other (please spe	ecify):
Actual or Estimated Date of Incorporation or Or	ganization: (Er	nter two-letter U.] [9][9]	itate:	stimated





A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, i Abate, Tony	f individual)	allaka, passakka, passaka, posta,	an kutangga antaga satu di kada kutang da	<u>and also amusik (Alle Kan, alle Bakkan) or the street control and alle Bakkan) and alle and alle and alle and alle</u>	asterna e strauvida nos prima prima promo adorina addina addina prima di britan in Republica no con casalinda, il rivota
Business or Residence Addr c/o Stargen, Inc., 225 Ceda				ann mekenanan Mekena	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, i Brocco, Lynne	f individual)		control de la Principa de la Control de la C	uma _{sara} ng provinting ny mponent ng perencinting ny mponent ng perencinting ny mponent ng mponent ng mponent ng	ON THE PLAN OF THE
Business or Residence Addr c/o Stargen, Inc., 225 Ceda				(Majorica datrici) dina diserrum unatar ere? muner, ereba in olivere i finali circuria e unat	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, it Comins, Todd R.	individual)	савратт за от тось от тось от тось от тось от тос	от бе достобення не в невости было в невости в	на при	
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Business or Residence Addr c/o Stargen, Inc., 225 Ceda				nen kanganina pirruman arramangahan alaman da kanganina	emmy and the committee of the committee

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owne	r [] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, Mayhew, David E.	if individual)				
Business or Residence Add c/o Stargen, Inc., 225 Ceda					
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, McCormack, Stephen	if individual)				
Business or Residence Add c/o Stargen, Inc., 225 Ceda					
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, i Miller, Timothy R.	if individual)			<u></u>	
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Business or Residence Addr 22 Clarke Street, Lexington		d Street, City, State, Zip	Code)		
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, i Bessemer Venture Partner				amening garage and the contract of the contrac	
Business or Residence Addr 1400 Old Country Road, Su			Code)		
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Business or Residence Addr	ess (Number and	Street, City, State, Zip (Code)	00000000000000000000000000000000000000	

						B. INFORI	MATION A	BOUT OF	FERING			
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes No [] [X]		
				Answe	er also in A	ppendix, C	Column 2, i	f filing unde	er ULOE.			
2. What is the minimum investment that will be accepted from any individual?											\$N/A	
3. Doe	s the offer	ing permit	tjoint own	ership of a	a single un	it?	••••••	•••••				Yes No [] { X]
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Name	of Associa	ted Broke	r or Deale		······································	***************************************	***************************************					осно турова по пред пред на пр
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for

A	A
	Amount Already Sold
_	\$
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£	c
P	φ
\$ <u>8,427,174.00</u>	\$ <u>0,333,707.50</u>
	Aggregate
Number	Dollar Amount
	of Purchases
	\$ <u>8,333,707.50</u>
	\$ <u>0</u>
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Type of Security	Dollar Amount Sold
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[X] \$40. [] \$ [] \$ [] \$	
	S

\$ 8,293,707.50 furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, & Payments To Affiliates Others Salaries and fees []\$_ []\$__ Purchase of real estate []\$_ []\$_ Purchase, rental or leasing and installation of machinery []\$ []\$_ _ _ and equipment []\$_____ []\$_____ Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of securities involved in this offering that may be used in []\$_ exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness [] \$ 1,031,529.00 []\$ Working capital [X] \$ 7,262,178.50 []\$_ Other (specify []\$_ []\$_ [X] \$ 8,293,707.50 Column Totals []\$_ [X]\$<u>8,293,707.50</u> Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Date Signature

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses

Stargen, Inc

Timothy R. Miller

Name of Signer (Print or Type)

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Title of Signer (Print or Type)

Chief Executive Officer

July 22, 2004